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September 12, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Articles of Incorporation of Pine Island Tropical Homesites
Tropical Point Canal and Boat Ramp Association, Inc., a
Nonprofit Corporation**

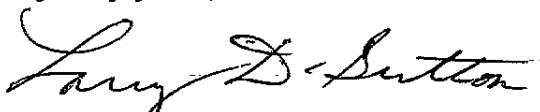
Gentlemen:

Enclosed are the original and one (1) copy of Articles of Incorporation and an original and one (1) copy of Certificate of Designation of Registered Agent Registered Office. Our firm's check in the amount of \$70.00 is enclosed for the filing fee.

Please mail file-marked copies of the above documents to me in the enclosed self-addressed, stamped envelope.

Thank you.

Very truly yours,



LARRY D. SUTTON
LDS:ly
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
PINE ISLAND TROPICAL HOMESITES
TROPICAL POINT CANAL AND BOAT RAMP ASSOCIATION, INC.
A NONPROFIT CORPORATION

We, the undersigned natural persons of legal age, at least two of whom are citizens of the State of Florida, acting as incorporators of a corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation shall be: Pine Island Tropical Homesites Tropical Point Canal and Boat Ramp Association, Inc.

ARTICLE II

The association is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The specific primary purposes for which the association is formed are to provide for the maintenance, repairs and preservation of the Tropical Point Canal and boat ramp situated in the Pine Island Tropical Homesites subdivision in Pine Island, Florida.

In furtherance of such purposes, the association shall have power to:

(a) Affix, levy, and collect all voluntary dues and other charges; and pay all expenses in connection therewith, and all

office and other expenses incident to the conduct of the business of the association, including all licenses, taxes, or governmental charges levied or imposed on the property of the association;

(b) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(c) Borrow money and, subject to the consent by vote or written instrument of two-thirds of the members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(d) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas provided that any merger, consolidation, or annexation shall have the consent by vote or written instrument of two-thirds of the members;

(e) Have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the association shall be financed by the dues of the members and donations of any person or corporation, and no part of any net earnings shall inure

to the benefit of any member.

ARTICLE V

The street address of the initial registered office of the association is 3437 Tangerine Drive, Saint James City, Florida 33956, and the name of its initial registered agent at such address is Rosalie Penoyer.

ARTICLE VI

Each member shall be a resident or an owner of lots located within the Pine Island Tropical Homesites subdivision and shall be entitled to only one vote regardless of how many lots the member owns. When more than one person holds an interest in any lots, one vote for such lots shall be exercised by a member as such owners may determine among themselves.

ARTICLE VII

The number of directors constituting the initial board of directors of the association is three, and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Rosalie Penoyer	3437 Tangerine Drive Saint James City, FL 33956
Misty R. Papesh	3436 Tangerine Drive Saint James City, FL 33956
Johan G. Waggle	3836 Tropical Point Drive Saint James City, FL 33956

ARTICLE VIII

On dissolution, the assets of the association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

ARTICLE IX

The name and street address of the incorporator is:

Rosalie Penoyer
3437 Tangerine Drive
Saint James City, FL 33956

Executed at Cape Coral, Florida, on September 11, 2001.

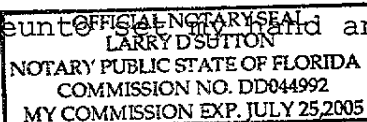
Rosalie Penoyer
Rosalie Penoyer

STATE OF FLORIDA
COUNTY OF LEE

I, Larry D. Sutton, a notary public, do hereby certify that on September 11, 2001, personally appeared before me Rosalie Penoyer who being by me first duly sworn, severally declared that she is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

In witness whereof I have hereunto set my hand and seal the day and year above written.

My commission expires:



Larry D. Sutton
Notary Public, State at Large

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: September 11, 2001

Rosalie Penoyer
Rosalie Penoyer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA